



## Union Tank Car Company

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

7299-V  
RECORDATION NO. FILED 1425

NOV 26 1990 -3 15 PM

INTERSTATE COMMERCE COMMISSION

November 20, 1990

0-330A071

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

7299-V  
RECORDATION NO. FILED 1425

NOV 26 1990 -3 15 PM

Secretary  
Interstate Commerce Commission  
12th St. & Constitution Ave., N.W., Room 2215  
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement (Series 10)  
Recordation No. 7299

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement, dated as of July 31, 1990, between Union Tank Car Company and National City Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen  
Senior Attorney

PJA/jf  
UTC10a  
Enclosures



A MEMBER OF THE MARMON GROUP OF COMPANIES

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/29/90

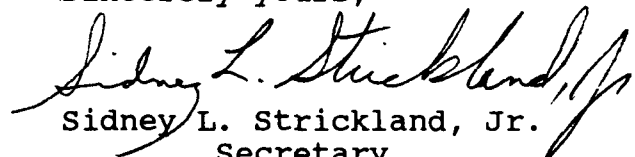
OFFICE OF THE SECRETARY

Patrick J. Allen  
Senior Attorney  
Union Tank Car Company  
225 West Washington, Street  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/26/90 at 3:15pm, and assigned recordation number(s). 7299-V & 7299-W

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

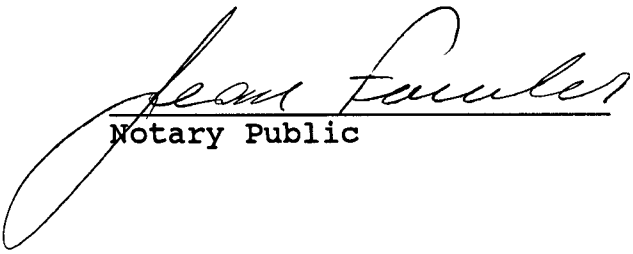
7299 V  
NOV 26 1990 - 3 15 PM  
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)  
COUNTY OF COOK )

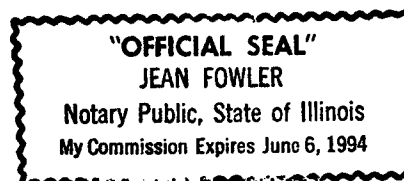
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Twelfth Supplemental Trust Agreement, dated as of July 31, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 20th day of November, 1990.

  
Notary Public

utc10a



TWELFTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 10)

7299-2  
NOV 26 1990-3 15 PM

INTERSTATE COMMERCE COMMISSION

THIS TWELFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and National City Bank, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated January 15, 1974, providing for the issue of its Equipment Certificates (Series 10) in the aggregate principal amount of \$35,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

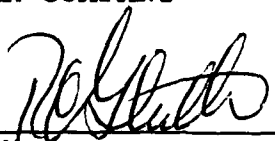
2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.


4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

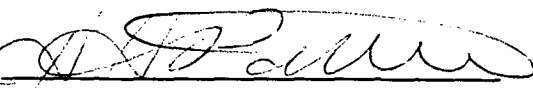
UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President

Attest:

  
Robert W. Webb, Secretary

NATIONAL CITY BANK

By:   
TRUST OFFICER HOLLY H. PATTISON

Attest:

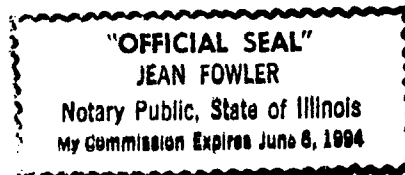
  
Trust Officer

STATE OF ILLINOIS     )  
                              )   ss  
COUNTY OF COOK        )

On July 31, 1990, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

  
Notary Public

My Commission Expires:  
\_\_\_\_\_

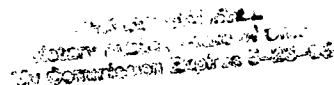


STATE OF OHIO             )  
                              )   ss  
COUNTY OF CUYAHOGA     )

On this 16th day of NOVEMBER, 1990, before me personally came HULLY H. PATRISON, to me known, who, being by me duly sworn, did depose and say that she is TRUST OFFICER of National City Bank, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

  
Notary Public

My Commission Expires:  
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UTC2044-10

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
RAILCAR SUBSTITUTIONS (SCHEDULE A)  
R 10 SERIES 10 10/25/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTCX 59067	C214	6,100	CUFT	1	1	10	89	\$ 64,113	\$ 60,907
UTLX 641713	T106	23,500	GAL	1	1	12	89	53,433	51,207
-----									-----
NUMBER OF CARS			2					\$ 117,546	\$ 112,114

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
R 10 SERIES 10 08/15/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE	SUBSTI- TUTION VALUE*
CN 374226	LOC	3,300	CUFT	3	04/73 04/90	\$ 27,382	\$ 3,651	\$ 3,651
UTLX 194	TM	20,000	GAL	3	04/73 02/90	19,708	3,628	2,628
UTLX 14078	TM	14,000	GAL	1	04/73 11/89	14,909	1,988	1,988
UTLX 14114	TM	14,000	GAL	1	04/73 11/89	14,909	1,988	1,988
UTLX 46962	TM	20,000	GAL	1	04/73 10/89	17,759	3,668	2,368
UTLX 46979	TM	20,000	GAL	1	04/73 03/90	16,096	3,146	2,650
UTLX 47470	TM	20,000	GAL	1	04/73 11/89	17,842	3,779	2,828
UTLX 47533	TM	20,000	GAL	1	04/73 09/89	15,553	3,074	2,267
UTLX 47535	TM	20,000	GAL	1	04/73 11/89	15,553	3,074	2,074
UTLX 47627	TM	20,000	GAL	1	04/73 10/89	15,829	3,111	2,111
UTLX 74667	TMI	17,000	GAL	1	04/73 01/90	19,460	5,955	2,595
UTLX 75363	TMI	23,000	GAL	1	04/73 08/89	19,283	5,741	2,939
UTLX 75679	TMI	23,000	GAL	1	04/73 07/90	20,123	6,833	2,683
UTLX 77125	TMI	13,500	GAL	1	04/73 03/90	19,794	6,339	2,639
UTLX 77168	TMI	13,500	GAL	1	04/73 01/90	19,794	6,339	2,639
UTLX 58298	TM	20,000	GAL	1	04/73 08/90	20,935	7,791	2,791
UTLX 77174	TMI	13,500	GAL	1	04/73 08/90	19,794	6,339	2,639
BCOL 22112	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,608
BCOL 22113	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,608
BCOL 22114	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22115	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22116	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22117	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22118	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22119	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22220	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22221	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22222	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22223	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22224	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22225	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22226	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22227	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22228	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22229	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
BCOL 22230	LOC	3,300	CUFT	3	04/73 08/90	3,705	598	3,598
NUMBER OF CARS 36						\$ 827,633	\$ 110,346	\$111,860

\*The greater of: Sale,  
scrap, or net book value